Building Your Board

WASHINGTON STATE FARMERS MARKET ASSOC.

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Workshop Objectives

▪ What Should Your Non-Profit Be Doing?
▪ What Does a Functional Board Look Like?
▪ How do you Create a Strong System?
The Growth Curve

Phase 1

Phase 2

Phase 3

Adapted from George Land, Grow or Die
Phase 1: Forming and Storming

- Searching for the right pattern, lots of experimentation.
- High energy - low resources, much uncertainty, instability but also excitement and vision.
- “Storming” behaviors
- Many businesses never make it out of this phase.
- Resources often dry up before success pattern is found.
Phase 2: Norming

**Early** - Focusing, found the pattern, start to limit the variability, less experimentation, more conforming to pattern

**Late** - Producing, Refining. Object is to maximize the productivity and efficiency, More time spent on organization and management, developing tools to deal with unexpected or adapt to variation.
Phase 3: Performing and Reforming (or not)

- Resting, protecting.
- Enjoying the fruits of your labor.
- Defending the system and culture from attack or outside attempts to influence.
- Power struggles between old-timers and newbies
- Failure to respond to changes in environment can be deadly
Where are you?

1. Where are you on the curve?
2. What is going well?
3. What is a major problem or challenge you are currently facing?
Let’s Get Technical
Your Market as a Non-Profit Organization

- Articles of Incorporation and Bylaws
- Governing and Operational Policies
  - Laws — taxes, employment, etc.
  - Obligations

“Fiduciary Responsibility”
- Accessibility and Confidentiality
- Up-to-date
- Accountability and Controls
### Where is it?

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Governance and Operations

“Ownership”

Delegation and Empowerment

Board

Market Manager

Staff

Results (in alignment with purpose)

Accountability
The Board of Directors
The Board’s Job

- Board role: provide “governance” (oversight) of the purpose and performance of the organization.
- As a body, the board is responsible to:
  - Uphold fiduciary role
  - Engage in long-range thinking/planning
  - Ensure board perpetuation and performance
  - Employ the manager
  - Articulate governing policies
  - Ensure owner linkage

see: www.boardsource.org (one useful resource)
Fiduciary Duties

• **Duty of Care**
  - Attention to bylaws, legal obligations
  - Confidentiality
  - Appropriate delegation
  - Decision making

• **Duty of Loyalty**
  - Disclosing potential conflict of interest
SAMPLE BOARD MEMBER CODE OF ETHICS

As a member of this Board I will:

- Represent the interests of all people served by this organization.
- Not use the organization or my service on this Board for my own personal advantage or for the individual advantage of my friends or supporters.
- Keep confidential information confidential.
- Approach all Board issues with an open mind, prepared to make the best decision for the whole organization.
- Do nothing to violate the trust of the members of this organization or the community we serve
- Focus my efforts on the mission of the organization and not on my personal goals.
- Never exercise authority as a Board member except when acting in a meeting with the full board or by the authority delegated to me, by agreement of the Board.
- Disclose any potential conflict of interest in any decision that I will be deliberating, and abstain from voting as appropriate.

Signature

Date
Essential Tool #2: Job Descriptions

- Board
- Committees
- Manager
- Staff

<table>
<thead>
<tr>
<th>Committee Charter</th>
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<tbody>
<tr>
<td>Name of Committee</td>
</tr>
<tr>
<td>Date of last revision</td>
</tr>
<tr>
<td>Purpose (Summary)</td>
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<tr>
<td>Specific responsibilities</td>
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<tr>
<td>Any specific decisions delegated to the Committee by the board</td>
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<tr>
<td>Meeting schedule (regular date, time, place)</td>
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Where it gets tricky - Committees

“Ownership”

Delegation and Empowerment?

Board

Market Manager

Staff

Accountability?

Results (in alignment with purpose)
Board Orientation – How We Roll

- **Monthly Meetings**
  - Read packet thoroughly, come prepared, on time
  - Ask questions before meeting whenever possible of Manager or Committee Chairs

- **Board Emails**
  - Use discerningly
  - Never use for addressing conflict - talk in person!

- **Board Support**
  - When in doubt, call the Board President or Manager
  - Food. Annual Retreats.
How to Foster Collaboration

- Shared vision, values or goals
- Shared access to all relevant information
- Understanding of roles and decision-making
- Curiosity and a willingness to be influenced
- Ability to talk about and clarify boundaries and expectations
### Essential Tool #3: The Board Agenda

#### Board of Directors Meeting

**SAMPLE Agenda**

<table>
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<th>Date, Place, Time</th>
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</table>

<table>
<thead>
<tr>
<th>Time</th>
<th>Topic</th>
<th>Type (Proposal, Question, Report)</th>
<th>Presenter</th>
<th>Min.</th>
<th>Attached?</th>
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<tbody>
<tr>
<td>1:30</td>
<td>Welcome and Introductions</td>
<td>Question</td>
<td>All</td>
<td>10</td>
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|       | Go round: How are you, and have you read the packet?  
|       | Review Ground Rules                       |                                  |           |      |           |
| 2     | Member Comments                           | Question                         | Members   | 10   | No        |
|       | 3 min max per attendee                    |                                  |           |      |           |
| 3     | Review/Approve Meeting Agenda             | Proposal                         | All       | 5    | ---       |
| 4     | Consent Agenda                            | Proposal                         | Shannon   | 5    | Yes       |
|       | Doc. Board Minutes                        |                                  |           |      |           |
|       | Committee Minutes                         |                                  |           |      |           |
|       | Manager’s Report                          |                                  |           |      |           |
| 5     | Board President’s Report                   | Report                           | Shannon   | 5    | No        |
| 6     | Strategic Conversation                    | Question                         | Jay       | 30   | No        |
|       | Who are our key partners? How are we building those relationships? | | | | |
| 7     | 4th Quarter Financials                    | Report                           | Syd       | 15   | Yes       |
| 8     | Evaluation and Closing                    | Question                         | All       | 10   | No        |

- **Question** = Gathering Information  
- **Proposal** = Decision Making  
- **Report** = Giving Information

### Ground Rules

- **Arrive on time, fully prepared**
- **Listen with full attention**
- **Ensure that all voices are equally heard (avoid dominating)**
- **One person speaks at a time (raise hands, avoid interruptions)**
- **Speak succinctly**
- **When you have a concern, offer solutions**
- **Avoid repeating ideas (yours or others)**
- **Stay focused on the purpose and goal of each item**
- **Use the “Point of Process” signal if we forget the Ground Rules.**

### Attachments

- December Board Minutes
- Committee Minutes
- Management Report
- Quarter 4 Financials

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*Crossroads Consulting*
“The Board Speaks with One Voice”
Technical vs. Adaptive Challenges
Technical Problems

- Easy to identify
- Often lend themselves to quick and easy solutions
- Can be solved by an authority or expert
- Require change in just one or a few places
- People generally receptive to the solution
- Solutions can be implemented quickly – even by edict

Adaptive Challenges

- Difficult to identify just what the issue is – and easy to deny
- Requires change in values, beliefs, roles, relationships, etc.
- Requires change in numerous places, across boundaries
- People often resist even acknowledging there is a problem
- Solutions require experiments and new discoveries, cannot just, “make it so!”
- The persistence of conflict
- Professional support is often needed, but elusive

Adaptive Leadership

- To survive you must work as closely with your opponents as you do with your supporters.
- Identify and accept responsibility for your contributions to the current situation.
- Acknowledge loss, deepen compassion
- Model the behavior you are asking others to do.
- Keep showing up.
- Get support – expand your “team”
Consider

“The single biggest failure of leadership is to treat adaptive challenges as technical problems”

~ Ron Heifetz
Essential Tools

✓ Board Agenda
✓ Board Calendar
✓ Job Descriptions
✓ Code of Ethics
✓ Clear Reporting
• Recruitment – SUPER IMPORTANT!